

Southern Pacific Transportation Company

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May 28, 1980
RECORDATION NO. 11337 Filed 1425

MAY 29 1980 - 12 15 PM

INTERSTATE COMMERCE COMMISSION

0-150A033

No. 11337

Date MAY 29 1980

Fee \$ 10.00

ICC Washington, D. C.

Ms. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue
Washington, D.C. 20423

RE: Agreement of Conditional Sale dated
as of September 15, 1979, between
Southern Pacific Transportation Company,
First Pennsylvania Bank, N.A., General
Motors Corporation (Electro-Motive
Division), ACF Industries, Incorporated,
and PACCAR, Inc.

Dear Ms. Mergenovich:

There are enclosed for recording, pursuant to the provisions of Title 49 U.S.C. § 110303, the original and four (4) counterparts of Amendment Agreement No. 1 dated as of April 1, 1980, among Southern Pacific Transportation Company, First Pennsylvania Bank, N.A., and PACCAR, Inc., amending the above-entitled Agreement of Conditional Sale and Agreement and Assignment dated as of September 15, 1979, together with this company's voucher in payment of the recording fee.

The following documents have been recorded with the Commission under Section 11303 (former Section 20c) in this matter:

Agreement of Conditional Sale dated as of September 15, 1979, between General Motors Corporation (Electro-Motive Division), ACF Industries, Incorporated, PACCAR, Inc., and Southern Pacific Transportation Company, recorded on January 8, 1980, at 1:05 p.m., and assigned Recordation No. 11337; and

FEE OPERATION BR.

I.C.C.

MAY 29 11 18 AM '80

RECEIVED

Counterparts - Mary & John

Ms. Agatha L. Mergenovich
Page 2
May 28, 1980

Agreement and Assignment dated as of September 15, 1979, recorded on January 8, 1980, at 1:05 p.m., and assigned Recordation No. 11337-A.

In connection with the recording of the enclosed Amendment Agreement No. 1 dated as of April 1, 1980, the following information is set forth in accordance with the provisions of Section 57.4 of the Commission's Order of July 28, 1952, as amended:

Parties to the Transaction:

Lessor: First Pennsylvania Bank, N.A.
Fifteenth and Chestnut Streets
Philadelphia, Pennsylvania 19101

Lessee: Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

General Description of the Equipment Covered
by Amendment Agreement No. 1:

<u>Number of Units</u>	<u>Description</u>
6	100-ton, 62 ft. insulated boxcars; PACCAR, Inc., builder; lettered SP and numbered 691654, 691658, 691665, 691677, 691686 and 691687.
3	50-ton bay window caboose cars; PACCAR, Inc. (International Car Company), builder; lettered SP and numbered 4735, 4736 and 4737.

When the recording of Amendment Agreement No. 1 has been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof which are presented to you by our representative herewith and return the remainder of the same to her.

Very truly yours,



KAREN ACKERMAN

Enclosures

May 29, 1980

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Karen Ackerman
Southern Pacific Transportation Company
~~One Market Place~~
Southern Pacific Building
San Francisco, California 94105

Dear

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/29/80 at 12:15 pm, and assigned re-recording number(s).

11337-B

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

SE-30
(7/79)

MAY 29 1980 - 12 15 PM

[CS&M 2043-967]

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT No. 1, dated as of April 1, 1980, among SOUTHERN PACIFIC TRANSPORTATION COMPANY (the "Railroad"), PACCAR INC ("Paccar"), and FIRST PENNSYLVANIA BANK, N.A. (the "Assignee").

The Railroad, ACF Industries, Incorporated, General Motors Corporation (Electro-Motive Division) (both hereinafter called the "Other Builders") and Paccar have entered into a Conditional Sale Agreement dated as of September 15, 1979 (the "CSA").

Paccar, the Other Builders and the Assignee have entered into an Agreement and Assignment dated as of September 15, 1979 (the "Assignment").

The CSA and the Assignment were filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on January 8, 1980, at 1:05 p.m., and were assigned Recordation No. 11337 and 11337-A, respectively.

The last Equipment Closing under the CSA has taken place and the aggregate Purchase Price for the Equipment (both as defined in the CSA) for which settlement has been made under the CSA is an amount in excess of \$30,000,000 and the parties hereto now desire to exclude certain Paccar Equipment which was not delivered under the CSA and the Other Builders have no interest in such amendment.

Counterparts

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. The CSA is hereby amended to exclude from Schedule B to the CSA the following Equipment of Paccar:

(a) 6 100-ton 62' insulated Box Cars, with the road numbers of the Railroad SP 691654, 691658, 691665, 691677, 691686 and 691687, and

(b) 3 50-ton bay window Caboose Cars, with the road numbers of the Railroad SP 4735, 4736 and 4737.

2. The Assignment is hereby amended to permit the aforesaid amendments to the CSA as though originally set forth therein.

3. The Railroad will promptly cause this Amendment No. 1 to be filed in accordance with the provisions of Article 19 of the CSA.

4. Except as amended hereby, the CSA and the Assignment shall remain unaltered and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate

seals, duly attested, to be hereunto affixed as of the day
and year first above written.

SOUTHERN PACIFIC TRANSPORTATION
COMPANY,

[Corporate Seal]

by

James J. McPherson
Assistant Vice President
and Treasurer

Attest:

T. F. O'Donnell
Assistant Secretary

PACCAR INC,

[Corporate Seal]

by

J. J. Jellef
Vice President

Attest:

Don Brown
Assistant Secretary

FIRST PENNSYLVANIA BANK, N.A.,

[Corporate Seal]

by

Wm. C. ...
Vice President

Attest:

[Signature]
Assistant Secretary

STATE OF CALIFORNIA

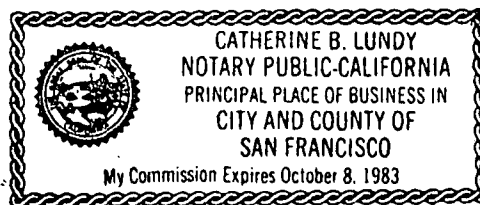
CITY AND COUNTY OF SAN FRANCISCO,)

,)
) ss.:

On this 27th day of May 1980, before me personally appeared Bruce H. McPhee, to me personally known, who being by me duly sworn, says that he is Assistant Vice President and Treasurer of Southern Pacific Transportation Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

[Notarial Seal]

Catherine B. Lundy
Notary Public



STATE OF WASHINGTON,)
COUNTY OF KING) ss.:

On this 23rd day of May 1980, before me personally appeared J. J. Jolley, to me personally known, who being by me duly sworn, says that he is a Vice President of Paccar Inc, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

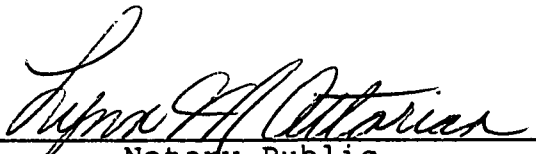
[Notarial Seal]

Virginia L. Lipton
Notary Public

COMMONWEALTH OF PENNSYLVANIA,)
COUNTY OF PHILADELPHIA ,) ss.:
,)

On this ^{20th} day of May 1980, before me personally appeared W.M. Krayen, to me personally known, who being by me duly sworn, says that he is a Vice President of First Pennsylvania Bank, N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

[Notarial Seal]


Notary Public

LYNN M. ATTARIAN
Notary Public, Phila., Phila. Co.
My Commission Expires May 3, 1982